



# Teleste Corporation

# Interim Report 1.1. -31.3.2009

- Net sales amounted to EUR 25.6 (27.2) million, a fall of 5.8% over the year of comparison.
- Operating profit amounted to EUR -1.2 (0.9) million.
- Undiluted result per share equalled EUR -0.07 (EUR 0.03).
- Orders received amounted to EUR 26.0 (29.4) million, a drop of 11.5% over the year of comparison.
- Orders received by Broadband Cable Networks stood at EUR 22.6 (26.0) million.
   Operating profit was in the red.
- Orders received by Video Networks amounted to EUR 3.4 (3.3) million. Operating profit was in the black.
- Offering of services was strengthened by acquisition in line with the strategy.

# Decline in Net Sales and Profit

Year-on-year net sales decreased by 5.8% standing at EUR 25.6 (27.2) million. Owing to the general tight situation in the financial market our main customers, i.e. the European cable operators, have delayed maintenance investments on their networks. Moreover, strengthening of the euro has decreased investment opportunities among our customers, for instance, in the Eastern Europe.

Operating profit fell clearly from the year of comparison standing at EUR -1.2 (0.9) million, which is -4.7% (3.2%) of net sales. This decline in the operating profit was due to reduced product deliveries caused by delayed investment decisions. Undiluted result per share equalled EUR -0.07 (EUR 0.03).

Orders received diminished over the previous year by 11.5% standing at EUR 26.0 (29.4) million.

Order backlog totalled EUR 24.1 (23.7) million, which includes the order of EUR 12.0 million secured in India in June 2008 for the Luminato headend solution with deliveries scheduled to begin towards the end of 2009.

# Changes in Group Structure

Broadband Cable Networks' offering of services was strengthened on 1 January 2009 by the acquisition of three German companies: Antel GmbH, the MKS companies and YoungNet GmbH. The acquisition price for the relevant capital stock stood at EUR 8.8 million. This price may increase subject to development of the net profit of the acquired companies in the next two years. In our estimate, the effect of these acquisitions on Teleste net sales for 2009 will be more than EUR 30 million and the operating profit will be positive. The acquisitions were paid for by using cash assets and a bank loan. At the same time Teleste Services GmbH with 100% holding of the acquired companies was set up in Germany.

With these acquisitions Teleste's holding in the German Cableway AG has increased up to 50%. Share equal to Teleste's holding in Cableway AG is presented under the Financial Items.

#### **Business Areas**

Net sales of Broadband Cable Networks stood at EUR 21.3 (23.0) million, a fall of 7.3% over the period of comparison. In terms of volume, deliveries of products decreased clearly over the period of comparison, whereas the share of services increased significantly with the acquisition. Operating profit stood at EUR -1.4 (0.9) million making -6.4% (3.9%) of the net sales. Orders received by Broadband Cable Networks decreased over the year of comparison amounting to EUR 22.6 (26.0) million. Order backlog totalled EUR 20.4 (22.2) million, which includes the order secured in India in June 2008 of EUR 12.0 million for the Luminato headend solution. 1 January 2009 three companies were acquired in Germany to strengthen the offering of services provided by the business area.

Net sales of Video Networks was on a par with the period of comparison amounting to EUR 4.3 (4.2) million. Operating profit amounted to EUR 0.2 (-0.02) million. Orders received by Video Networks amounted to EUR 3.4 (3.3) million. Order backlog totalled EUR 3.7 (1.5) million.

#### Personnel

At the end of March the Group employed 1001 people (2008: 686, 2007: 639), out of which 453 (2008: 461 and 2007: 448) were working in Finland. The acquisitions in Germany increased the number of personnel by 340. No hired personnel was used in period under review (2008: 37 and 2007: 78).

Layoffs involving personnel stationed in Finland commenced at the end of 2008. Furthermore, in an uncertain market situation preparations for additional layoffs have been taken designed to adapt the company operations to the tough-to-predict market situation without compromising the company's potential for growth.

# **R&D** and Investments

The average number of persons working in R&D related assignments was 162 (2008: 158 and 2007: 145). As of beginning of April 2009 the number of people working in R&D will decrease by 23 in line with the outsourcing contract made with Cybercom Plenware. This solution supports the implementation of our strategy of business growth, enables focusing on core business and provides flexibility to the R&D personnel resources.

Product development expenses for Q1 stood at EUR 3.2 (3.2) million making 12.5% (11.8%) of the net sales. The relevant efforts were mainly focused on further develop-

ment of the IP based Luminato video processing system and the development of the next generation video surveillance transfer system. Activated R&D expenses stood at EUR 0.5 (0.8) million and depreciation on previous activation items equalled EUR 0.6 (0.4) million. Some 70% of product development expenses involved further development of product platforms currently in production and their maintenance as well as customer-specific product modifications.

Investments for the Group totalled EUR 10.8 (1.0) million. These mainly involved strengthening of the Broadband Cable Networks' services business. The quoted figure for investments includes the acquisition price of EUR 8.8 million paid for the three German companies. The investments also include estimated additional contract prices of EUR 1.5 million related to previously performed acquisitions. Product development investments totalled EUR 0.5 (0.8) million.

To boost productivity Teleste focuses its operations involving production in Finland to one spot; a decision has been made on extension of a production and store building next to the head office in Littoinen. The extension investment will be completed at the end of 2009 and the related expenses are estimated to be approximately EUR 3 million. The factory building in Nousiainen was sold in April 2009, but production on the premises will continue to the end of the year by way of a tenancy agreement.

### **Financing**

Operating cash flow stood at EUR 1.0 (0.6) million. In the period under review the interest-bearing debt increased by 4.8 million. The increased debt was used to finance acquisitions for the Broadband Cable Networks business area. At the end of March, interest-bearing debt stood at EUR 15.7 (11.7) million. At the end of the review period, liquid funds stood at EUR 7.3 (8.8) million.

At the end of the review period, the amount of unused stand-by credits amounted to EUR 26.0 (21.0) million. The current stand-by credits of EUR 40.0 million run till November 2013. The Group's gearing was 18,6 % (6,2 %) and the equity ratio was 51,8 % (60,0 %).

Teleste hedges main exchange rate risks of forecasted currency flows for six months ahead.

# Shares and Shareholders

With stock purchases performed on 14 January 2009, holding by EM Group Oy of the total number of shares and votes of Teleste Corporation stood at 5.04%.

With stock purchases performed on 29 January 2009, holding by EM Group Oy of the total number of shares and votes of Teleste Corporation stood at 10.57%.

With stock purchases performed on 10 February 2009, holding by Reima Kuisla of the total number of shares and votes of Teleste Corporation stood at 5.59%.

With stock purchases performed on 25 February 2009, holding by Reima Kuisla of the total number of shares and votes of Teleste Corporation stood at 0,00%.

With stock purchases performed on 25 February 2009, holding by EM Group Oy of the total number of shares and votes of Teleste Corporation stood at 20.32%.

In the period under review, the trading price of shares fluctuated between EUR 2.25 (5.90) and EUR 4.18 (7.49). The closing price at the end of March was EUR 3.18 (6.78). According to the Finnish Central Security Depository, the number of shareholders at the end of the period was 5,415 (5,193). Foreign ownership accounted for 7.9% (18.7%). The trading in NASDAQ OMX Helsinki Oy with the shares of Teleste amounted to EUR 21.1 (23.4) with the number of shares totalling 5.9 (3.5) million.

At the end of March, Teleste and its subsidiaries were in the possession of 844,721 own shares. In the period under review, the number of own shares purchased amounted to 78,530.

#### Decisions by the Annual General Meeting

On 7 April 2009, the Annual General Meeting (AGM) confirmed the financial statements for 2008 and discharged the Board and the CEO from liability for the financial period. The AGM confirmed the Board's proposed dividend of EUR 0.12 per share. The dividend was paid out on 21 April 2009.

The AGM decided that the Board of Directors shall consist of six members. Marjo Raitavuo was elected as the Chairman of the Board with Pertti Ervi and Petteri Walldén as new Board members. Tero Laaksonen, Pertti Raatikainen and Kai Telanne were reelected members of the Board.

Authorised Public Accountants KPMG Oy Ab continue as the auditor until the next AGM. Esa Kailiala was approved as auditor-in-charge.

The AGM authorised the Board to acquire the maximum of 900,000 of the company's own shares and to convey the maximum of 1,744,721 company's own shares. The AGM also authorised the company Board to issue 10,000,000 new shares. Pursuant to the special rights provided by the company, the maximum number of significant shares is 5,000,000; these special rights are included in the authorisation to issue 10,000,000 new shares.

These authorisations will be valid until the AGM due to be held in 2010.

# Significant Short-Term Risks and Uncertainty Factors for the Business Areas

Potential ownership and debt rearrangements among Teleste's clientele may slow down the folding out of some investments in the business of Broadband Cable Networks.

Strengthening of order backlog for Video Networks is dependent on timing of the public sector decisions.

Inactive situation in the financial markets may lead to delays in the customers' investment plans and weakening solvency. The strength of the euro in relation to the US dollar may further erode Teleste's competitive edge. Introduction to the market of new competing technologies is a characteristic risk factor for both of our business areas.

#### Outlook

The offering of services to private households by the operator clientele of Broadband Cable Networks will remain relatively stable even in an uncertain market situation. Demand for the network services provided by the business area is growing particularly in Germany. Due to the difficult situation in the financial markets the cable operators are proceeding cautiously with regard to their network investments. In our view, in the current year deliveries of product solutions provided by Broadband Cable Networks will remain under the 2008 level with the price competition increasing further.

Increased needs for security and more effective traffic infrastructure maintain demand for the Video Networks' solutions on the same level with the previous year.

Teleste will keep its strong market position in the core markets and continue to implement its strategy in a goal-directed manner while adapting its cost structure as required by the economic situation. The recent strategic investments in the services business performed by Teleste will cushion the cyclic pattern in the company net sales under the uncertain market conditions.

Due to delays in network investments the company action plan prepares for net sales lower than that of the previous year and for a clear drop in profitability in the first half of the year. In the second half of the year, we expect the market to pick up to some degree based on the investment plans of the operators. However, we estimate that profitability for the whole year will fall clearly from the last year's level.

Teleste's interim report for the January - June period will be published on 22 July 2009.

21.4.2009

Teleste Corporation Jukka Rinnevaara Board of Directors CEO

This interim report has been compiled in compliance with IAS 34, as it is accepted within EU, using the recognition and valuation principles with those used in the Annual Report. The data stated in this report is unaudited.

STATEMENT OF COMPREHENSIVE				
INCOME (TEUR)	1-3/2009	1-3/2008	Change %	1-12/2008
Turnover	25 604	27 192	-5.8 %	108 695
Other operating income	1 113	407	173.5 %	1 820
Materials and services	-11 903	-13 450	-11.5 %	-49 145
Personnel expenses	-10 018	-8 020	24.9 %	-33 226
Other operating expenses	-4 662	-4 060	14.8 %	-17 811
Depreciation	-1 339	-1 188	12.7 %	-4 705
Operating profit	-1 205	881	n/a	5 628
Financial income and expenses	-239	-159	50.3 %	-533
Share of profit of associates	-100	0	n/a	0
Profit after financial items	-1 544	722	n/a	5 095
Profit before taxes	-1 544	722	n/a	5 095
Taxes	336	-204	n/a	433
Net profit	-1 208	518	n/a	5 528
Attributable to:				
Equity holders of the parent	-1 208	518	n/a	5 528
Equity floiders of the parent	-1 200	310	11/ d	5 520
Earnings per share for result of the				
year attributable to the equity holders				
of the parent				
(expressed in euro per share)				
Basic	-0.07	0.03	n/a	0.32
Diluted	-0.07	0.03	n/a	0.32
			_	
Total comprehensive income for the				
period (tEUR)				
Net profit	-1 208	518	n/a	5 528
Translation differences	43	-49	n/a	-508
Total comprehensive income for the period	-1 165	469	n/a	5 020
Attributable to:	4.455	460		F 030
Equity holders of the parent	-1 165	469	n/a	5 020

STATEMENT OF FINANCIAL POSITION (tEUR)	31.3.2009	31.3.2008	Change %	31.12.2008
Non-current assets	6 725	7.440	0.7.0	6 272
Property, plant, equipment	6 725	7 448	-9.7 %	6 373
Goodwill	20 092	13 291	51.2 %	13 865
Intangible assets	9 113	6 823	33.6 %	6 466
Investments	1 128	775	45.5 %	790
Current accets	37 058	28 337	30.8 %	27 494
Current assets	10.670	14526	20.40/	14040
Inventories	18 670	14 536	28.4 %	14 049
Other current assets	27 639	27 219	1.5 %	24 728
Liquid funds	7 311 53 620	8 766 50 521	-16.6 %	9 268
	53 620	50 521	6.1 %	48 045
Total assets	90 678	78 858	15.0 %	75 539
Shareholder's equity and liabilities				
Share capital	6 967	6 967	0.0 %	6 967
Other equity	38 297	40 343	-5.1 %	39 678
	45 264	47 310	-4.3 %	46 645
Non-current liabilities				
Provisions	314	425	-26.1 %	314
Non interest bearing liabilities	1 523	1 219	24.9 %	1 025
Interest bearing liabilities	10 175	1 702	497.8 %	1 175
	12 012	3 346	259.0 %	2 514
Short-term liabilities				
Trade payables and other s-t liabilities	26 160	17 694	47.8 %	15 964
Provisions	1 673	518	223.0 %	629
S-t interest bearing liabilities	5 569	9 990	-44.3 %	9 787
	33 402	28 202	18.4 %	26 380
Total shareholder's equity and liabilities	90 678	78 858	15.0 %	75 539
STATEMENT OF CASH FLOWS (TEUR)	1-3/2009	1-3/2008	Change %	1-12/2008
Cash-flow from operation	1 035	630	64.3 %	9 673
Cash in	28 602	26 755	6.9 %	112 238
Cash out	-27 567	-26 125	5.5 %	-102 565
Cash-flow from investments	-7 471	-744	904.2 %	-3 222
Cash in	0	0	n/a	221
Cash out	-7 471	-744	904.2 %	-3 443
Cash-flow from finance	4 436	1 227	261.5 %	-4 376
Cash in	9 000	2 000	350.0 %	6 342
Cash out	-4 564	-773	490.4 %	-6 560
Paid dividend	0	0	n/a	-4 158
Other items	43	-49	-187.8 %	-508
Effect of currency rates	43	-49	-187.8 %	-508
Change in liquid funds	-1 957	1 064	-283.9 %	1 566

KEY FIGURES	1-3/2009	1-3/2008	Change %	1-12/2008
Earnings per share, EUR	-0.07	0.03	n/a	0.32
Earnings per share fully diluted, EUR	-0.07	0.03	n/a	0.32
Shareholders' equity per share, EUR	2.67	2.73	-2.2 %	2.74
Return on equity	-10.5 %	4.4 %	n/a	11.8 %
Return on capital employed	-9.4 %	6.5 %	n/a	10.4 %
Equity ratio	51.8 %	60.0 %	-13.7 %	61.7 %
Gearing	18.6 %	6.2 %	200.5 %	3.6 %
Investments, tEUR	10 825	1 020	961.3 %	3 920
Investments % of net sales	42.3 %	3.8 %	1027.1 %	3.6 %
Order backlog, tEUR	24 096	23 703	1.7 %	24 000
Personnel, average	1 011	681	48.5 %	702
Number of shares (thousands) including own shares	17 806	17 672	0.8 %	17 708
Highest share price, EUR	4.18	7.49	-44.2 %	7.49
Lowest share price, EUR	2.25	5.90	-61.9 %	1.90
Average share price, EUR	3.50	6.62	-47.1 %	4.52
Turnover, in million shares	5.9	3.5	66.5 %	11.5
Turnover, in MEUR	21.1	23.4	-9.6 %	51.1
Treasury shares	Number of shares		% of shares	% of votes
Talanta assassina assa abassa				
Teleste companies own shares 31.3.2009	844 721		4.74 %	4.74 %
Contingent liabilities and pledged assets (tEU	JR)			
For own debt				
Guarantees	0	293	-100.0 %	0
Other securities	259	506	-48.8 %	259
Leasing and rent liabilities	5 899	2 401	145.7 %	3 699
	6 158	3 200	92.4 %	3 958
Derivative instruments (tEUR)	7 207	0.634	1440/	0.004
Value of underlying forward contracts  Market value of forward contracts	7 387 -81	8 634 -242	-14.4 % -66.5 %	9 094 419
Taxes are computed on the basis of the tax			23.3 73	,
Toxes are computed on the basis of the tax	on the profit to	i die peliou.		

There are no changes in segment reporting compared to earlier adopted IAS14.

Operating segments (tEUR)		1-3/2009	1-3/20	)08 Ch	nange %	1-12/2008
Broadband Cable Networks Order intake Net sales EBIT EBIT%		22 580 21 300 -1 373 -6.4 %			-13.3 % -7.3 % n/a n/a	101 430 92 605 6 098 6.6 %
Video Networks Order intake Net sales EBIT EBIT%		3 420 4 304 168 3.9 %	4 2	332 220 -20 5 %	2.6 % 2.0 % n/a n/a	17 203 16 090 -470 -2.9 %
Total Order intake Net sales EBIT EBIT% Financial items Shares of associates Operating segments net profitaxes	t before	26 000 25 604 -1 205 -4.7 % -239 -100	3.2 -1		-11.5 % -5.8 % n/a n/a 50.3% n/a	118 633 108 695 5 628 5.2 % -533 0
Segment assets						
Segment assets include items directly reasonable basis  Broadband Cable Networks Video Networks Segment assets total Unallocated assets Total assets	ectly attribu	31.3.2009 68 789 14 578 83 367 7 311 90 678	31.3.20 55 0 15 0 70 0	008 Cha 012 2 080 - 092 1 766 -1	allocated (25.0 %) -3.3 % 8.9 % 6.6 % 5.0 %	on a  31.12.2008 50 930 15 341 66 271 9 268 75 539
Information per quarter (tEUR)  Broadband Cable Networks  Order intake  Net sales	1-3/09 22 580 21 300	10-12/08 19 680 23 765	7-9/08 22 838 20 873	4-6/08 32 872 24 995	1-3/08 26 040 22 972	4/2008- 3/2009 97 970 90 933
EBIT EBIT %	-1 373 -6.4 %	1 711 7.2 %	1 657 7.9 %	1 829 7.3 %	901 3.9 %	3 824 4.2 %
Video Networks Order intake Net sales EBIT EBIT %	3 420 4 304 168 3.9 %	5 583 4 360 -140 -3.2 %	3 753 3 245 -197 -6.1 %	4 535 4 265 -113 -2.6 %	3 332 4 220 -20 -0.5 %	17 291 16 174 -282 -1.7 %
Total Order intake Net sales EBIT	26 000 25 604 -1 205	25 263 28 125 1 571	26 591 24 118 1 460	37 407 29 260 1 716	29 372 27 192 881	115 261 107 107 3 542

-4.7 %

5.6 %

6.1 %

5.9 %

3.2 %

3.3 %

EBIT %

Attributable to equity holders of the parent (tEUR) Shareholder's equity	Share capital	Share premium	Trans- lation diffe- rences	Retained earnings	Invested free capital	Total
1.1.2009 Total comprehensive income for the	6 967	1 504	-561	37 284	1 451	46 645
period Equity-settled share-based			43	-1 208		-1 165
payments Used options				48	-264 0	-216 0
Shareholder's equity 31.3.2009	6 967	1 504	-518	36 124	1 187	45 264
Shareholder's equity 1.1.2008 Profit of the	6 967	1 504	-53	35 720	2 531	46 669
period Equity-settled share-based			-49	518		469
payments Used options				108	56 8	164 8
Shareholder's equity 31.3.2008	6 967	1 504	-102	36 346	2 539	47 310

# CALCULATION OF KEY FIGURES

Return on equity: Profit/loss for the financial period

-----\* 100 Shareholders' equity (average)

Return on capital employed: Profit/loss for the period after financial items + financing charges

\* 100

Total assets - non-interest-bearing

liabilities (average)

Equity ratio: Shareholders' equity

\* 100

Total assets - advances received

Gearing: Interest bearing liabilities - cash in hand and in bank - interest

bearing assets

\* 100 Shareholders' equity

Earnings per share: Profit for the period attributable to equity holder of the parent

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Weighted average number of ordinary shares outstanding during

the period

Earnings per share, diluted: Profit for the period attributable to equity holder of the parent

(diluted)

Average number of shares - own shares + number of options at

the period-end

SECTOR DISPERSION OF SHAREHOLDERS	Number of shareholders	% of owners	Number of shares	% of total shares
Corporations Financial and insurance corporations Public institutions Non-profit organizations Households Foreign and nominee -registered Total	312 19 7 45 4 990 42 5 415	5.76 0.35 0.13 0.83 92.15 0.78 100.00	5 897 342 3 374 463 2 172 976 757 432 4 188 172 1 415 205 17 805 590	33.12 18.95 12.20 4.25 23.52 7.95 100.00
HOLDING DISPERSION 31.3.2009 Number of shares  1 - 100  101 - 1 000  1001 - 10 000  10 001 - 100 000  Total  Nominee registered	Owners 1 234 3 207 879 75 20 5415	% 22.79% 59.22% 16.23% 1.39% 0.37% 100.00%	Shares 87 518 1 316 253 2 453 494 1 853 135 12 095 190 17 805 590 890 409	% 0.49% 7.39% 13.78% 10.41% 67.93% 100.00% 5.00%
MAJOR SHAREHOLDERS 31.3.2009  1 EM Group Oy 2 Mandatum Henkivakuutusosakeyhtiö 3 Keskinäinen Eläkevakuutusyhtiö Ilmarinen 4 Kaleva Mutual Insurance Company 5 Aktia Capital Mutual Fund 6 Varma Mutual Pension Insurance Company 7 State Pension Fund 8 Teleste Incentive Oy 9 Skagen Vekst Verdipapierfond 10 FIM Fenno Mutual Fund 11 Teleste Corporation		3 61° 1 67° 89° 79° 52° 50° 50° 43° 40°	Shares 7 552 2 9 200 4 776 8 541 4 200 1 150 0 000 0 000 7 000 1 342 4 721	% 20.32% 9.43% 5.03% 4.48% 2.94% 2.81% 2.81% 2.45% 2.25% 1.94%

# ACQUISITIONS 1 Jan - 31 March 2009

At 1 January 100% of shares of German companies, GmbH, MKS and Young-Net GmbH was purchased. The purchase price was 8 554 thousand and was paid in cash.

The acquisition resulted in 2 605 thousand of intangible assets, which was allocated to trade marks, customer relationships. The goodwill, amounted 4 727 thousand EUR, is mainly due to future revenue expectation and to personnel synergy effects in the future. The impact of the acquisition on Teleste's net sales during the period 1.1.2009 - 31.3.2009 was 8 230 thousand EUR and on the EBIT 620 thousand EUR.

Recognised fair values on acquisition 1 000 EUR Fair values used in consolidation Trade marks (inc. in intangible assets) Customer relationship (inc. in intangible assets)  Book values used in consolidation Tangible assets Inventories Deferred tax receivables  785
Trade marks (inc. in intangible assets) 574 Customer relationship (inc. in intangible assets) 2 031 Book values used in consolidation Tangible assets 544 Inventories 5828
Customer relationship (inc. in intangible assets)  Book values used in consolidation  Tangible assets Inventories  2 031  544
Customer relationship (inc. in intangible assets) 2 031 Book values used in consolidation Tangible assets 544 Inventories 5 828
Book values used in consolidation Tangible assets Inventories  544
Inventories 5 828
Inventories 5 828
Deferred to a receivable.
Deferred tax receivables /65
Trade receivables 3 136
Other receivables 1 928
Liquid funds 1 961
Total assets 16 787
Book values used in consolidation
Interest-bearing liabilities 559
Deferred tax liabilities 677
Other liabilities 11 524
Total liabilities 12 760
Net identifiable assets and liabilities 4 027
THE HOLITIAN COSSESSION MODIFICES
Total consideration 8 554
Acquisition costs 200
Goodwill on acquisition 4 727
Consideration paid in cash -8 754
Cash and cash equivalents in acquired subsidiary 1 961
Total net cash outflow on the acquisition -6 793





